

Subsidiaries are the only entity to have invested the resources needed to provide service to these remote communities, with Unicom the only offeror of full commercial CMRS voice service.

Although the transaction will not have any competitive impact on the market for the provision of a commercial CMRS voice service, the Commission has also typically analyzed the input market for spectrum. While the transaction will result in GCI having access to 85 MHz of spectrum in the sixteen communities where Unicom holds cellular licenses – but not statewide or even in all parts of the UUI and United-KUC wireline local service areas – the presence of many other licensees with adequate spectrum results in the transaction not creating any potential competitive harm.

The input market for spectrum includes cellular, PCS, AWS, SMR, and 700 MHz spectrum, and currently totals approximately 350 MHz.²² The Commission has previously found that “mobile telephony services offered by cellular, PCS, and SMR licensees employ various technologies provide the same basic voice and data functionality and are indistinguishable to the consumer.”²³ This reasoning applies

²² The Commission has previously found that there is 200 MHz of cellular, PCS and SMR spectrum in Alaska. *Applications for the Assignment of License from Denali PCS, L.L.C. to Alaska DigiTel, L.L.C. and the Transfer of Control of Interests in Alaska DigiTel, L.L.C. to General Communication, Inc.*, Memorandum Opinion and Order, 21 FCC Rcd 14863, ¶28 (2006) (“*Alaska DigiTel Order*”). In addition, there is 90 MHz of AWS spectrum and at least 60 MHz of 700 MHz spectrum for CMRS voice services. *Id.* at ¶ 29; see also *Auction of 700 MHz Band Licenses Scheduled for January, 16, 2008; Comment Sought on Competitive Bidding Procedures for Auction 73*, Public Notice, AU Docket No. 07-157, Attachment A (rel. Aug. 17, 2007).

²³ *Alaska DigiTel Order* ¶ 31 & n.106.

equally to AWS and 700 MHz licensees as these licensees will offer services indistinguishable to the consumer as well.²⁴

*The Commission has previously found that "even the loss of GCI as a potential competitor would not result in competitive harms in the Anchorage market or in any other market in the state or Alaska."*²⁵ The spectrum not held by GCI, Alaska DigiTel or Unicom is held by between at least 8 and 10 different entities, depending on the area, none of which are affiliated with GCI.²⁶ Even attributing the Alaska DigiTel spectrum to GCI, there is plenty of spectrum capacity – approximately 265 MHz – that another provider could use to offer wireless services in the UCI Subsidiaries' service areas within the reasonable timeframe for entry. GCI will in no way be able to "block" additional CMRS entry as a result of this transaction.

B. Local Exchange and Exchange Access Services

As discussed above, the Proposed Transaction has significant public interest benefits. In addition to bringing the benefits detailed above to communities and

²⁴ Although the Commission did not include 700 MHz and AWS spectrum in its analysis of input markets for spectrum in the *Alaska DigiTel Order*, further time has elapsed to allow for the clearing of the AWS spectrum. The 700 MHz auctions are now scheduled, and the ultimate DTV transition date is now less than 18 months away. Given the time needed for new entry, the 700 MHz spectrum should be considered fully available for any additional entry to provide mobile voice and broadband services in the UCI areas. Further, even if the Commission does not include the AWS and 700 MHz spectrum, there still remains 145 MHz of spectrum held by at least four other entities not affiliated with either the UCI Subsidiaries or GCI Inc.

²⁵ *Alaska DigiTel Order* ¶ 75 (emphasis added).

²⁶ The Commission has previously found that neither Dobson's nor Sprintcom's spectrum holdings should be attributable to GCI. *Id.* at ¶¶ 53-57. In none of these areas does Unicom or any other of the UCI Subsidiaries hold more than 25 MHz of cellular, PCS, SMR, or AWS spectrum. The 700 MHz spectrum has not yet been licensed.

customers served by the UCI Subsidiaries, the Proposed Transaction will not harm the local exchange or exchange access markets.

GCI does not presently offer local exchange service in any of the 61 communities in the UCI Subsidiaries' service areas, nor is it even authorized to do so outside of Bethel. GCI was recently granted authority to provide local exchange service in Bethel, but not in the remaining communities within United-KUC's study area.²⁷ That certificate does not, however, require GCI to initiate service immediately and requires only that GCI phase in service over a period of five years.²⁸

In any event, any loss of potential entry by a distinct corporate entity is more than offset by the overall public interest benefits of the transaction. As detailed above, the transaction will ensure that customers throughout the UCI Subsidiaries' service areas have access to up to 1 Mbps wireless broadband services and modern digital wireless voice services as a result of the accelerated deployment of the *Rural Wireless* program. Similarly, the completion of the *DeltaNet* project will provide greater and faster regional connectivity, to the benefit of all the consumers in the Y-K Delta region, including those in Bethel.

²⁷ See *Copper Valley Telephone Cooperative, Inc. v. Regulatory Commission of Alaska*, Order, Case No. 3AN-05-14077 CI (Oct. 5, 2007) (holding GCI's application to serve Bethel took effect by operation of law but invalidating subsequent RCA action granting GCI authority to serve additional communities within United-KUC's service area).

²⁸ *Application by GCI Communication Corp. d/b/a General Communication, Inc., and GCI for an Amendment to its Certificate of Public Convenience and Necessity to Operate as a Competitive Local Exchange Telecommunications Carrier*, U-05-4, GCI's Initial Brief at 7 (filed Dec. 18, 2005) (detailing previous five-year phase-in condition and affirming GCI willingness to serve under that condition). In addition, GCI affirmed its ability to serve using wholesale resale service. *Id.* at 6.

C. Interstate Interexchange Services

As discussed above, the Proposed Transaction has significant public interest benefits. In addition to bringing the benefits detailed above to communities and customers served by the UCI Subsidiaries, the Proposed Transaction will not harm the interstate interexchange market.

The Alaska interstate interexchange market is currently served primarily by GCI and AT&T Alascom as facilities-based providers. The UCI Subsidiaries, through Unicom, offer long distance service in the Bethel area and 60 additional communities in conjunction with AT&T Alascom,²⁹ but do so by reselling AT&T Alascom's service. For 42 of these communities, long distance traffic is transmitted to AT&T's satellite via earth station facilities that are jointly-owned by UUI and AT&T Alascom. For another 18 of these communities, long distance traffic is transmitted to AT&T's satellite via earth station facilities solely owned by AT&T Alascom. For the remaining community, long distance traffic is transmitted terrestrially over AT&T facilities. With this one exception, all interstate and international traffic to and from the UCI Subsidiaries' service areas is currently transported by either AT&T Alascom or GCI via their respective satellites to points where such traffic can be placed onto fiber networks. Although *DeltaNet* provides a potential terrestrial route for interstate and international traffic to move from a

²⁹ In addition to Bethel, Unicom offers long distance service in Akiachak, Akiak, Alakanuk, Arctic Village, Atnautluak, Beaver, Birch Creek, Central, Chalkyitsik, Cheforak, Chenega Bay, Chevak, Chuathbaluk, Eek, Emmonak, Gambell, Goodnews Bay, Hooper Bay, Kasigluk, Kipnuk, Kongiganak, Kotlik, Kwethluk, Kwigillingok, Lake Minchumina, Lime Village, Livengood, Manley Hot Springs, Marshall, McGrath, Mekoryuk, Minto, Mountain Village, Napakiak, Napaskiak, Newtok, Nightmute, Nikolai, Nunam Iqua, Nunapitchuk, Oscarville, Pilot Station, Pitka's Point, Platinum, Quinhagak, Rampart, Russian Mission, St. Mary's, Savoonga, Scammon Bay, Stevens Village, Takotna, Togiak, Toksook Bay, Tuluksak, Tuntutuliak, Tununak, Twin Hills, Unalakleet and Venetie.

UCI-GCI Consolidated Application
Attachment 1

community to a regional aggregation point, it would not replace the need for a transmission facility between the UCI Subsidiaries' service areas and the fiber networks, and the companies do not own any transmission facilities between their service areas and fiber termination points. Thus, the transaction will not lead to any further concentration in the market for transporting traffic between the UCI Subsidiaries and the rest of the United States. In any event, the price for switched interstate interexchange wholesale carriage between the UCI Subsidiaries' service areas and the rest of the United States is set by statute, and is not set by Alascom, GCI or UUI.³⁰

The fact that the UUI and AT&T jointly own and operate 42 earth stations in the UCI Subsidiaries' service areas does not alter the structure of the interexchange transport market for interstate and international traffic to and from these service areas. The compensation paid to UUI by AT&T Alascom is dictated by the terms of NECA's interstate access tariff, and is not set unilaterally by any of the UCI Subsidiaries. Thus, it is no different than with any other independent LEC that provides interexchange services through a separate affiliate. Moreover, AT&T Alascom remains free to construct additional earth stations or to purchase the UCI Subsidiaries' interest in the jointly-owned earth stations.

³⁰ P.L. 108-447, Division J, Sec. 112, at 537 (2004).

Although GCI now operates some of its own earth stations in the UCI Subsidiaries' service areas,³¹ FCC rules also set forth the structure that must and will be used as between GCI's long distance operations and UUI and United-KUC's incumbent local exchange carrier operations. Specifically, GCI's long distance operations and UUI and United-KUC's incumbent LEC operations will be conducted through separate legal entities, utilizing separate books of account, without jointly owned transmission or switching equipment, and with GCI's purchasing services from UUI and United-KUC at tariffed rates, terms and conditions.³² Thus, the relationship between GCI, UUI and United-KUC will not present any public interest harms.

V. MISCELLANEOUS REGULATORY ISSUES

In addition to seeking the Commission's approval of the transfers of control of the authorizations and spectrum leases covered in these applications, the Applicants also request approval for the additional authorizations described below.

³¹ In Alaska Bush areas, defined as "rural Alaskan communities of less than 1,000 residents that are isolated from larger cities by rugged terrain and harsh weather conditions" including many communities served by the UCI Subsidiaries, the history of facilities-based competition in the provision of interexchange services is relatively brief. Until 2003, the Commission had in place a policy – the Alaska Bush Earth Station Policy – that precluded installing or operating more than one satellite earth station in any Alaskan Bush community for competitive carriage of interstate interexchange telephone calls. *Policy for Licensing Domestic Satellite Earth Stations in the Bush Communities of Alaska*, Report and Order, 18 FCC Rcd 16874, ¶ 1 (2003). Before that policy was repealed, GCI had entered portions of the Alaska Bush interexchange market by requesting and receiving from the FCC and RCA waivers necessary to permit installation of earth stations in 50 Alaska Bush communities. *Id.* at ¶ 3. The Alaska Bush Earth Station Policy was repealed in 2003. *Id.* at ¶ 1.

³² See 47 C.F.R. § 64.1903.

A. After-Acquired Authorizations

While the list of call signs and file numbers referenced in each application is intended to be complete and to include all of the licenses and authorizations held by the respective licensees, and any *de facto* transfer spectrum leases, that are subject to the transaction, the UCI Subsidiaries may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted or may enter into new spectrum leases before the Commission takes action on these transfer applications. Accordingly the Applicants request that any Commission approval of the applications filed for this transaction include authority for GCI to acquire control of: (1) any authorization issued to the respective licensees/transferrors during the pendency of the transaction and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees/transferrors that mature into licenses after closing; (3) any applications that are pending at the time of consummation; and (4) any *de facto* transfer leases of spectrum into which the UCI Subsidiaries enter as lessee during the pendency of the transaction and the period required for consummation of the transaction. Such action would be consistent with prior decisions of the Commission.³³ Moreover, because GCI is acquiring the UCI Subsidiaries and all of their FCC

³³ See, e.g., *SBC/AT&T Order* ¶ 212; *Cingular/AT&T Wireless Order* ¶ 275; *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from S. New Eng. Telecomms. Corp., Transferor, to SBC Commc'ns, Inc., Transferee*, Memorandum Opinion and Order, 13 FCC Rcd 21292, ¶ 49 (1998); *Applications of Pac. Telesis Group and SBC Commc'ns Inc.*, Memorandum Opinion and Order, 12 FCC Rcd 2624, 2665, ¶ 93 (1997); *Applications of NYNEX Corp., Transferor, and Bell Atl. Corp., Transferee*, Memorandum Opinion and Order, 12 FCC Rcd 19985, ¶¶ 246-56 (1997); *Applications of Craig O. McCaw, transferor and Am. Tel & Tel. Co, Transferee*, Memorandum Opinion and Order, 9 FCC Rcd 5836 ¶ 137 n.300 (1994), *aff'd sub nom. SBC Commc'ns Inc. v. FCC*, 56 F.3d 1484 (D.C. Cir. 1995), *recons. in part*, 10 FCC Rcd. 11786 (1995).

authorizations and any de facto transfer leases of spectrum, GCI requests that Commission approval include any authorizations or leases that may have been inadvertently omitted when GCI and the UCI Subsidiaries filed the appropriate notifications.

B. Trafficking

To the extent any authorizations for unconstructed systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective,³⁴ and Section 1.2111(a) does not require disclosure of the Stock Purchase Agreement.³⁵ Nevertheless, the Applicants are filing the Stock Purchase Agreement in the form in which it was filed with the Regulatory Commission of Alaska.

C. Blanket Exemption to Cut-Off Rules

The public notice announcing this transaction will provide adequate notice to the public with respect to the licenses involved, including any for which license modifications are now pending. Therefore, no waiver needs to be sought from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules to provide a blanket exemption from

³⁴ See 47 C.F.R. § 1.948(i) (2007) (noting that the Commission *may* request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation); *id.* § 101.55 (c)-(d) (permitting transfers of unconstructed microwave facilities that are "incidental to a sale of other facilities or merger of interests").

³⁵ See *id.* at § 1.2111(a).

UCI-GCI Consolidated Application
Attachment 1

any applicable cut-off rules in cases where the Applicants file amendments to pending
*applications to reflect the consummation of the proposed transfers of control.*³⁶

³⁶ See *Applications of Ameritech Corp. and GTE Consumer Servs. Inc.*, Memorandum Opinion and Order, 15 FCC Rcd 6667, ¶ 2 n.6 (WTB 1999); *Applications of Comcast Cellular Holdings, Co. and SBC Commc'ns Inc.*, Memorandum and Order, 14 FCC Rcd 10604, ¶ 2 n.3 (WTB 1999).

VI. CONCLUSION

The Proposed Transaction will serve the public interest without creating any offsetting public interest harms. For the foregoing reasons, the Applicants respectfully request that the Commission grant this Application promptly and provide for any other authority that the Commission finds necessary or appropriate to enable consummation of the Proposed Transaction. Applicants also request that the Commission designate this Application as a permit-but-disclose proceeding under 47 C.F.R. § 1.1206.

Respectfully submitted,

GENERAL COMMUNICATION, INC.



Tina Pidgeon
Vice President
Federal Regulatory Affairs
GENERAL COMMUNICATION, INC.
1130 Seventeenth Street, N.W.
Suite 312
Washington, DC 20036
(202) 457-8812

John T. Nakahata
Brita D. Strandberg
R. Paul Margie
HARRIS, WILTSHIRE & GRANNIS LLP
1200 Eighteenth Street, N.W., Suite 1200
Washington, D.C. 20036-2560
(202) 730-1300

Counsel for General Communication, Inc.

UNITED COMPANIES, INC.,



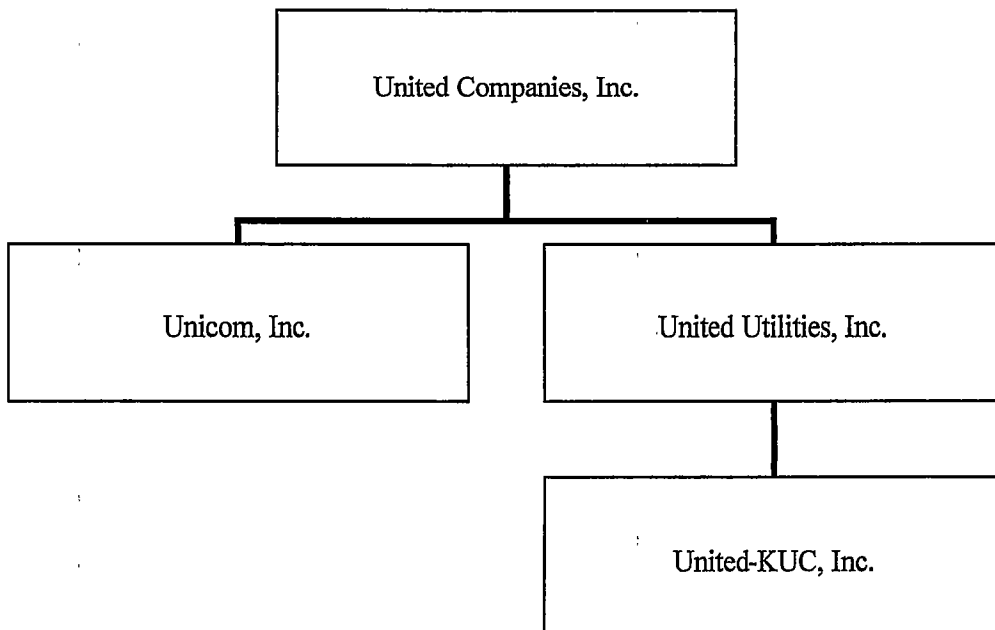
Steve Hamlen
President and CEO
UNITED COMPANIES, INC.,
5450 A Street
Anchorage, AK 99518
(907) 273-5210

November 2, 2007

Attachment 2

ATTACHMENT 2

United Companies, Inc. ("UCI") is a corporation organized under the laws of the State of Alaska. UCI's stockholders are two Alaska Native village corporations – Sea Lion Corporation of Hooper Bay, Alaska, and Togiak Natives Ltd. of Togiak, Alaska. Sea Lion owns 92.79 percent of the stock and has 92.79 percent voting control of UCI. Togiak Natives Ltd. owns 7.21 percent of the stock and has 7.21 percent voting control of UCI. Following is an organizational chart of UCI.¹



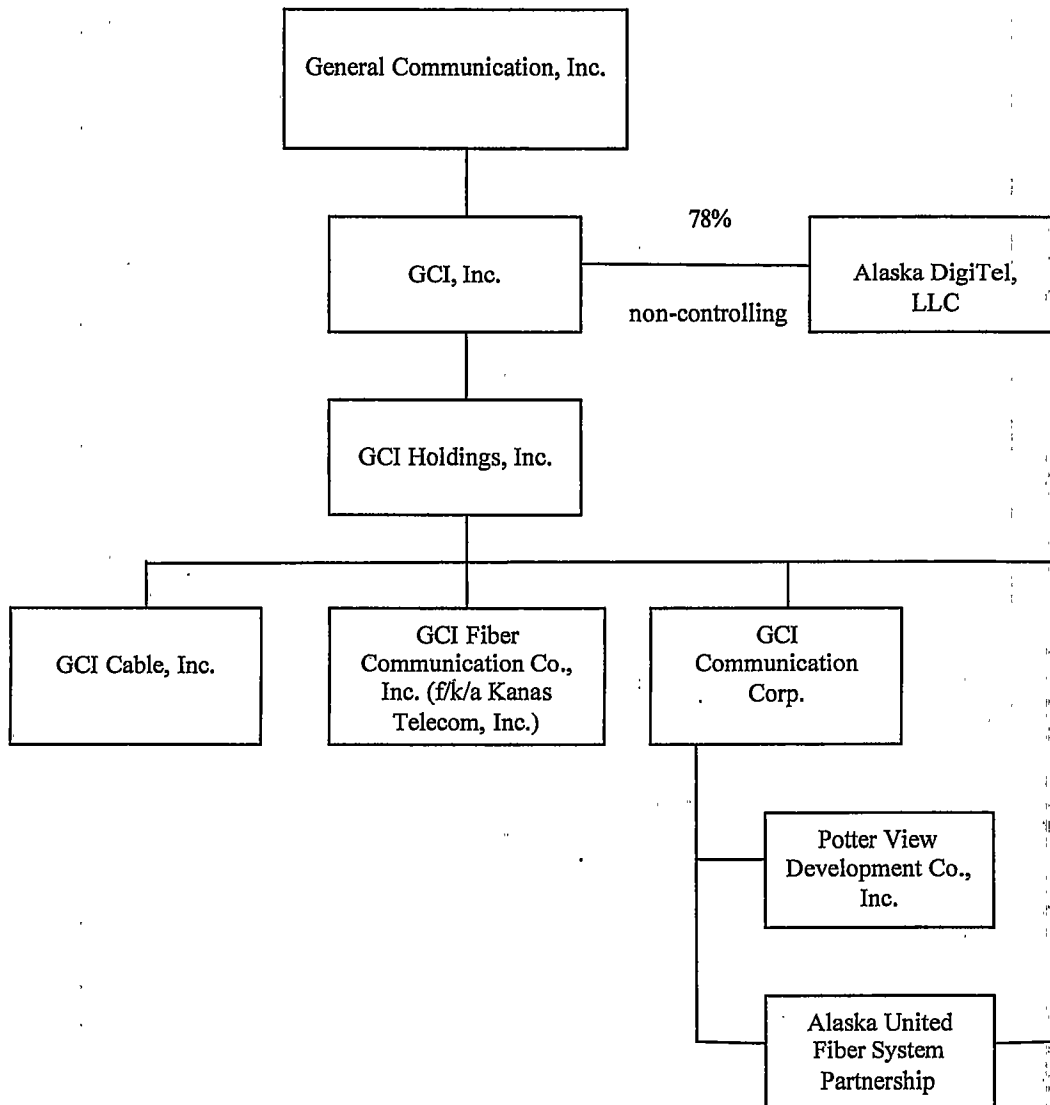
¹ All interests are 100%.

Attachment 3

UCI-GCI Consolidated Application
Attachment 3

ATTACHMENT 3

General Communications, Inc. (the "Company") is a publicly held company with no person or entity known to own 10% or more of the Company's outstanding stock. Following is an organizational chart of the Company.¹



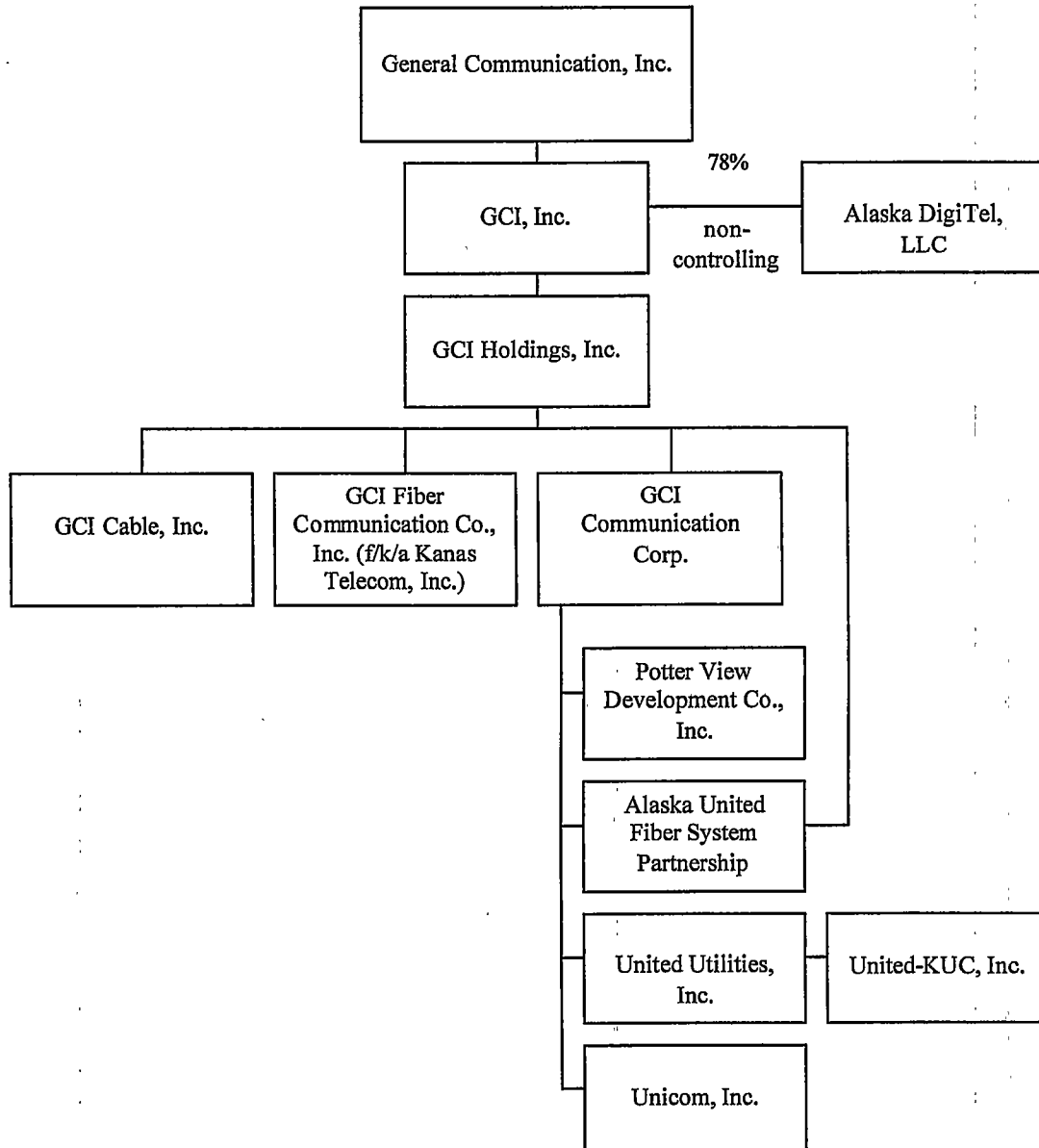
¹ All interests are 100% unless otherwise noted.

Attachment 4

UCI-GCI Consolidated Application
Attachment 4

ATTACHMENT 4

General Communications, Inc. (the "Company") is a publicly held company with no person or entity known to own 10% or more of the Company's outstanding stock. Following is an organizational chart of the Company.¹



¹ All interests are 100% unless otherwise noted.

**Form 603 Transfer of Control
Application**

File No. 0003194143

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 11/26/2007 at 11:28:16

File Number: 0003194143

FCC 603
Main Form

FCC Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB
3060 - 0800

See instructions for
public burden estimate

General Information

1) Application Purpose (Select only one) (AM)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: 0003194143
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(N) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number:
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) Yes No
4) Are attachments being filed with this application?	(Y) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	(N) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	(N) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	(N) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary () Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) / /
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	(N) Yes No
9b) If 9a is 'Y', is this a post-notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	() Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	() Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	() Yes No

10) How will/has the Assignment of Authorization or Transfer of Control been accomplished? Select One: (T)

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	() <u>Yes</u> <u>No</u>
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	() <u>Yes</u> <u>No</u>
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	() <u>Yes</u> <u>No</u>

Competition-Related Information

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	(Y) <u>Yes</u> <u>No</u>
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	(Y) <u>Yes</u> <u>No</u>
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	(N) <u>Yes</u> <u>No</u>

Broadband Radio Service and Educational Broadband Service Information

15a) Will the requested facilities be used to provide multichannel video programming?	() <u>Yes</u> <u>No</u>
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	() <u>Yes</u> <u>No</u>

Assignor/Licensee Information

17) Assignor/Licensee is a(n) (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0001567908			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): Unicom, Inc.			
21) Attention To: Steve Hamlen			
22) P.O. Box:	<input checked="" type="checkbox"/> And <input type="checkbox"/> Or	23) Street Address: 5450 A Street	
24) City: Anchorage	25) State: AK	26) Zip Code: 99518	
27) Telephone Number: (907)273-5210		28) Fax Number: (907)563-3185	
29) E-Mail Address: shamlen@uui-alaska.com			

30) Demographics of Assignor/Licensee (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

Assignor/Licensee Contact Representative

31) First Name: Steve	MI:	Last Name: Hamlen	Suffix:
32) Company Name: Unicom, Inc.			
33) Attention To:			
34) P.O. Box:	<input checked="" type="checkbox"/> And <input type="checkbox"/> Or	35) Street Address: 5450 A Street	
36) City: Anchorage	37) State: AK	38) Zip Code: 99518	
39) Telephone Number: (907)273-5210		40) Fax Number: (907)563-3185	
41) E-Mail Address: shamlen@uui-alaska.com			

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN): 0016655292			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual): United Companies, Inc.			
46) Attention To: Mr. Steve Hamlen			
47) P.O. Box:	And /Or	48) Street Address: 5450 A Street	
49) City: Anchorage	50) State: AK	51) Zip Code: 99518	
52) Telephone Number: (907)273-5210		53) Fax Number: (907)563-3185	
54) E-Mail Address: shamlen@uui-alaska.com			

55) Demographics of Transferor (Optional):

Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female
---	---	--

Transferor Contact Representative

56) First Name: Steve	MI:	Last Name: Hamlen	Suffix:
57) Company Name: United Companies, Inc.			
58) Attention To: Mr. Steve Hamlen			
59) P.O. Box:	And /Or	60) Street Address: 5450 A Street	
61) City: Anchorage	62) State: AK	63) Zip Code: 99518	
64) Telephone Number: (907)273-5210		65) Fax Number: (907)563-3185	
66) E-Mail Address: shamlen@uui-alaska.com			

Assignee/Transferee Information

67) Assignee/Transferee is a(n) (Select One)

- ☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☒ Corporation ☐ Limited Liability Company
- ☐ General Partnership ☐ Limited Partnership ☐ Limited Liability Partnership ☐ Consortium
- ☐ Other: _____

68) FCC Registration Number (FRN): 0001570951

69) First Name (if individual):

MI:

Last Name:

Suffix:

70) Legal Entity Name (if not an individual): General Communication, Inc.

71) Attention To: Tina Pidgeon

72) Real Party in Interest FCC Registration Number (FRN): 0001570951

73) Name of Real Party in Interest: General Communication, Inc.

74) P.O. Box:

And
/Or

75) Street Address: 2550 Denali Street, Suite 1000

76) City: Anchorage

77) State: AK

78) Zip Code: 99503

79) Telephone Number: (907)868-5615

80) Fax Number: (907)868-5676

81) E-Mail Address: jrobertson@gci.com

82) Demographics of Assignee/Transferee (Optional):**Race:**

- ☐ American Indian or Alaska Native
- ☐ Asian
- ☐ Black or African-American
- ☐ Native Hawaiian or Other Pacific Islander
- ☐ White

Ethnicity:

- ☐ Hispanic or Latino
- ☐ Not Hispanic or Latino

Gender:

- ☐ Male
- ☐ Female

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

83) First Name: John

MI:

Last Name: Nakahata

Suffix:

84) Company Name: Harris, Wiltshire & Grannis, LLP

85) Attention To: John Nakahata, Esq.

86) P.O. Box:

And
/Or

87) Street Address: 1200 Eighteenth Street

88) City: Washington

89) State: DC

90) Zip Code: 20036

91) Telephone Number: (202)730-1320

92) Fax Number: (202)730-1301

93) E-Mail Address: jnakahata@harriswiltshire.com

Ownership Disclosure Information

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(<u>Y</u>) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003239396

Alien Ownership Information

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(<u>N</u>) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(<u>N</u>) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(<u>N</u>) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(<u>N</u>) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	() <u>Yes</u> <u>No</u>

Basic Qualification Information

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(<u>N</u>) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(<u>N</u>) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(<u>N</u>) <u>Yes</u> <u>No</u>

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

103) First Name: Tina	MI: M	Last Name: Pidgeon	Suffix:
104) Title: Vice President, Regulatory Affairs			
Signature: Tina M Pidgeon			105) Date: 11/26/2007

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: Tina	MI: M	Last Name: Pidgeon	Suffix:
107) Title: Vice President, Regulatory Affairs			
Signature: Tina M Pidgeon			108) Date: 11/26/2007
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			